

_____)
In the Matter of the Application of _____)
_____)
Primus Telecommunications, Inc. and _____)
Least Cost Routing, Inc. _____)
_____)
for Approval of a *Pro Forma* Transfer of Control _____)
_____)

Case No. _____

Primus Telecommunications, Inc. and Least Cost Routing, Inc. (“PTI” and “LCR” or collectively, “Applicants”), by their undersigned counsel and pursuant to Section 392.300.2, RSMo. 2000, 4 CSR 240-2.015, 4 CSR 240-2.060 and 4 CSR 240-3.535, hereby respectfully request approval from the Public Service Commission (“Commission”) for a proposed *pro forma* transfer of control of Applicants, companies authorized to provide telecommunications service in the State of Missouri. As discussed below, the Applicants’ parent company, Primus Telecommunications Group, Incorporated, for business and financial reasons, plans to create a new, intermediate holding company which will become the direct corporate parent of PTI and a new, intermediate holding company for LCR.¹

¹ As discussed, *infra*, Applicant LCR, in the alternative, requests that the Commission make a determination that the Commission lacks jurisdiction over the creation of the new intermediate holding company as it pertains to LCR. Based on a recent Commission decision in Case No. TM-2004-0043, *In the Matter of the Application of Business Telecom, Inc. d/b/a BTI for Approval of a Pro Forma Transfer of Control Through a Merger of Its Corporate Parent* (“BTI”), it would appear that the Commission may not invoke jurisdiction over the transaction as it pertains to LCR. As stated herein, this purely intra-Company transaction will create a new, intermediate holding company for LCR. LCR’s holding company, TresCom International, Inc. (“TresCom”), will remain in place, and LCR will continue to be wholly owned by TresCom. As noted in the *Order Granting Motion to Dismiss* in the BTI case, the

LCR or otherwise change the operations of Applicants. The proposed *pro forma* transaction will not involve an assignment of any certification or a change in the day-to-day operations of any certificated company.² In addition, there will be no change in the services offered to customers or the rates for regulated services. The transaction will be completely transparent to PTI's and LCR's customers. Accordingly, there is no need for customer notification regarding the proposed transaction. The Applicants submit that this transaction will not be detrimental to, but rather will serve, the public interest and therefore request approval of this Application. Because time is of the essence in this transaction, the Applicants respectfully request that this Application be approved no later than December 10, 2003, as fully set forth in the Motion for Expedited Treatment incorporated herein.

In support of this Application, Applicants submit the following information:

I. THE APPLICANTS

A. PRIMUS TELECOMMUNICATIONS, INC.

1. PTI is a corporation organized pursuant to the laws of the State of Delaware and maintains its principal offices at 1700 Old Meadow Road, McLean, Virginia 22102. PTI is a wholly owned subsidiary of Primus Telecommunications Group, Incorporated ("PTGI"), a Delaware corporation that is publicly traded on the NASDAQ stock exchange under the symbol "PRTL." PTGI holds no regulatory licenses from this or any other regulatory commission.

proposed transaction simply involves realigning LCR as a subsidiary of companies that the Commission does not regulate.

² Again, relying on the rationale advanced by the Commission's Staff in its Motion to Dismiss in the BTI proceeding, Subsection 392.300.1, RSMo 2000 would not be applicable to this transaction. The transfer of control does not merge or consolidate the regulated companies' "franchise, line or system with any other corporation, person or public utility" as required by the jurisdictional language of the statute. No merger or consolidation is taking place. The regulated entities will continue to perform under their original corporate identity and through their franchise, facilities or system.

2. PTI is authorized to operate in the State of Missouri as an interexchange provider granted in Case No. TA-96-20, on September 13, 1995. PTI is authorized to provide interexchange telecommunications services in 48 other states and the District of Columbia pursuant to certification, registration or tariff requirements, or on a deregulated basis. PTI is also authorized by the Federal Communications Commission to provide interstate and international services as a non-dominant carrier. Finally, PTI also holds competitive local exchange carrier authority in 11 states and the Commonwealth of Puerto Rico.

3. PTI's certificate of authority to do business from the Missouri Secretary of State was provided in Case No. TA-96-20. Pursuant to 4 CSR 240-2.060(G), PTI requests that the certificate be incorporated by reference herein.

B. LEAST COST ROUTING, INC.

1. LCR is a Florida corporation that also maintains its principal offices at 1700 Old Meadow Road, McLean, Virginia 22102. LCR is a wholly owned subsidiary of TresCom International, Inc. ("TresCom"), a Florida corporation with the sole purpose of serving a telecommunications holding company. TresCom, in turn, is wholly owned by PTGI. Thus, the insertion of a new holding company beneath PTGI, and above TresCom will have the effect of causing a *pro forma* transfer of control on LCR. In Missouri, LCR is authorized as an interexchange provider granted in Case No. TA-96-126.

2. LCR's certificate of authority to do business from the Missouri Secretary of State was provided in Case No. TA-96-126. Pursuant to 4 CSR 240-2.060(G), LCR requests that the certificate be incorporated by reference herein.

II. DESIGNATED CONTACTS

The designated contacts for questions concerning this Application are:

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III. DESCRIPTION OF PROPOSED *PRO FORMA* TRANSACTION

1. PTI and LCR request Commission approval for a proposed transaction that will result in a *pro forma* transfer of control of Applicants. For business and financial reasons, PTGI wishes to create an intermediate holding company which will become the direct corporate parent of PTI and of TresCom. This new company, Primus Telecommunications Holding, Inc. (“Holding”), is a Delaware corporation created specifically to serve as an intermediate holding

company for PTGI. At the conclusion of the transaction, PTI and TresCom will be a 100 percent direct subsidiary of Holding. Holding, in turn, will be a 100 percent direct subsidiary of PTGI. Thus, at the conclusion of the transaction, PTI and LCR will continue to be, ultimately, owned and operated by PTGI.

2. As discussed in Footnote 1, *supra*, in the alternative, Applicant LCR would respectfully request that the Commission specifically make the determination that it lacks jurisdiction over the subject transaction as it pertains to LCR. As stated above, at the conclusion of the transaction, LCR will continue to be wholly owned by TresCom. TresCom, in turn, will then be a 100 percent direct subsidiary of Holding. See “Order Granting Motion to Dismiss,” Case No. TM-2004-0043, *In the Matter of the Application of Business Telecom, Inc. d/b/a BTI for Approval of a Pro Forma Transfer of Control Through a Merger of Its Corporate Parent*.

3. Consistent with the *pro forma* nature of this transaction, PTI and LCR do not propose to change the name under which PTI and LCR currently operate or any other aspect of the manner in which PTI and LCR currently offer service in the State of Missouri. Immediately following the proposed transaction, PTI and LCR will continue to offer the services they currently offer with no change in the rates, terms, or conditions of service. Thus, the *pro forma* transfer of control will be transparent to PTI’s and LCR’s customers in the State of Missouri with respect to the services that they receive, and therefore, will not cause customer confusion or inconvenience. Accordingly, no customer notice is required for this transaction.

4. PTI and LCR do not have any pending action or final unsatisfied decisions or judgments against them from any state or federal agency or court involving service to customers or rates charged, which action, judgment or decision has occurred within three (3) years of the date of this application. PTI and LCR do not have any annual report or assessment fees that are overdue.

IV. PUBLIC INTEREST CONSIDERATIONS

1. Pursuant to 4 CSR 240-2.015, Waiver of Rules, Applicants respectfully request that the Commission waive the requirements of 4 CSR 240-3.535(1) (A) and (B) for good cause shown. Whereas this proposed *pro forma* transfer of control is purely an intra-Company reorganization of the PTGI family of companies, there are presently no documents as contemplated by subsections (1)(A) & (B) of 4 CSR 240-3.535.

2. In compliance with 4 CSR 240-3.535(1)(C), Applicants respectfully submit that the proposed transaction is not detrimental to the public interest and, in fact, will serve the public interest by enabling PTI and TresCom and their owners to improve the operational and cost efficiencies of PTI's and LCR's business. The proposed transaction will also enhance PTI's and LCR's operational flexibility by providing PTGI and Holding with greater flexibility in financing. By reorganizing the PTGI family of companies in this way, PTI and LCR will be in a better position to offer a broader array of high quality customer services at affordable rates. The proposed transaction will thus serve the public interest by promoting competition and providing consumer benefits. The proposed transaction will directly benefit Missouri consumers by facilitating the continued provision of innovative, high-quality telecommunications services to the public and thereby promoting competition in the Missouri telecommunications service market.

V. MOTION FOR EXPEDITED TREATMENT

1. Pursuant to 4 CSR 240-2.080(16), and because time is of the essence for this transaction, the Applicants respectfully request that this matter be considered on an expedited basis.

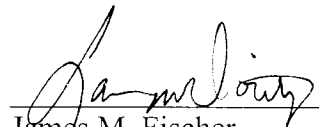
2. Commission action by the requested date will benefit and facilitate the business and financial plans of PTI and Holding, and there will be no negative effect on the parties'

customers or the general public. Specifically, the Applicants respectfully request that the Commission take all necessary actions to allow the transaction described herein to be consummated no later than December 10, 2003. This pleading was filed as soon as it could have been.

VI. CONCLUSION

Wherefore, for the reasons stated herein, Applicants respectfully request that the Commission approve this Application to permit the proposed *pro forma* transfer of control as described herein.

Respectfully submitted,


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VERIFICATION

I, John F. DePodesta, state that I am an officer of Primus Telecommunications, Inc. and Least Cost Routing, Inc., the Parties in the foregoing filing; that I am authorized to make this Verification on behalf of the Parties; that the foregoing filing was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.

John F. DePodesta
John F. DePodesta

Sworn and subscribed before me this 31 day of June, 2003.

Marjorie P. Bellis
Notary Public

My commission expires April 30, 2006

State of Virginia
Fairfax County

CERTIFICATE OF SERVICE

I do hereby certify that a true and correct copy of the foregoing document has been hand-delivered, transmitted by e-mail or mailed, First Class, postage prepaid, this 6th day of November, 2003, to:

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P.O. Box 7800
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Dana K. Joyce
General Counsel
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Larry W. Dority